

BY-LAWS
LAKEVILLE HOCKEY ASSOCIATION
ARTICLE I. – MEMBERSHIP

Section 1. Membership in this corporation shall be open to all adults residing within and without the attendance boundaries of Independent School District 194, Lakeville, Minnesota, desiring to associate for the purpose of promoting the corporate purposes as set forth in the Articles of Incorporation of this corporation.

Section 2. There shall be no classes or conditions of membership.

Section 3. Membership shall include the parents or guardians of a participant providing all fees assessed for the child's [children's] participation are paid when due. Memberships shall automatically terminate if a member fails to pay any portion of such fee when due. Memberships will be based on the information received on the registration form at the time of sign-ups. No one person can hold more than one membership. If additional memberships are requested, application can be made through provisions stated in Article I., Section 4 of the By-laws.

Section 4. Any adult may request membership in the corporation by making application to the Board of Directors. Such membership shall be at the discretion of the Board and shall automatically terminate at the end of each fiscal year subject to reinstatement by the Board.

Section 5. Membership shall include all non-parent rostered coaches.

Section 6. Members shall have no property rights in the assets of this Corporation.

ARTICLE II. – MEETING OF MEMBERSHIP

Section 1. All meetings of the members of this corporation shall be held at such places, as the Board of Directors shall determine.

Section 2. The annual meeting of the members of this corporation shall be held during the month of April, or on such other date as is set by the Board of Directors, commencing with the year of 1978. At such meeting there shall be elected a Board of Directors, the President and Treasurer shall report on the activities and financial condition of the corporation and such other business may be transacted as shall be properly brought before the meeting. Written notice of the time and place of the annual meeting of the members shall be given to each member of this corporation by mailing such notice at least ten (10) days, but not more than sixty (60) days, prior to the meeting.

Section 3. Special meetings of the members for any purpose or purposes (unless otherwise prescribed by statute) may be called by the President or by the Board of Directors. The business transacted at all special meetings of the members shall be confined to the subjects stated in the call. Written notice of special meetings of the members stating the time and place and purposes thereof shall be given at least ten (10) days, but not more than sixty (60) days before said meeting to each member at his address as the same appears on the record of this corporation.

ARTICLE III. – VOTING

Section 1. The Board shall determine the members entitled to vote at the meeting. The Board shall cause to be prepared a list of the names and addresses of the members entitled to vote. This list shall be available for inspection by a member with voting rights. Members on the list shall be provided notice of the annual meeting of members as provided in Article II, Section 2.

Section 2. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the membership. All votes shall be cast in person or by written ballot. Cumulative voting shall not be permitted. All matters brought before a meeting of the membership shall be decided by a simple majority of those voting, unless otherwise provided by law, Articles of Incorporation of this corporation, or by these by-laws. .

ARTICLE IV. – BOARD OF DIRECTORS

Section 1. The Board of Directors of the Corporation shall consist of a minimum of six (6) up to a maximum of twenty-five (25) Directors elected each year, and shall have the general management of its affairs.

Section 2. In addition to the powers and authorities expressly conferred by the by-laws, the Board of Directors may exercise all of such powers of this corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation of this corporation or these bylaws directed or required to be exercised or done by the members.

Section 3. The Board of Directors shall be elected at the annual meeting of the members. At each annual meeting, half of the Directors shall be elected for a term of two (2) years to succeed the Directors whose terms expire at such meeting. Directors shall hold their offices until their successors are elected and qualified.

Section 4. Vacancies will be filled by the President appointing a person for the remainder of the term with the Board of Directors' approval.

Section 5. Membership in this corporation shall be a necessary qualification for any member of the Board of Directors.

ARTICLE V. – MEETING OF DIRECTORS

Section 1. The Board of Directors shall meet at least once a month and shall hold its meetings at such places as the majority of the members thereof may from time to time appoint, and upon failure of the Board members to so appoint, then at such place as is determined from time to time by the President.

Section 2. Five or more Board members must be present in order for a quorum to be achieved. No formal business can be conducted without a quorum.

ARTICLE VI. – DUTIES OF OFFICERS

Section 1. Officers:

A. President

1. The President shall be the presiding officer at all meetings. He/she shall assure that an agenda is prepared in advance of the meeting.
2. He/she shall be an ex-officio member of all standing committees.
3. The President shall serve as Hockey Commissioner.
4. He/she shall appoint a Board member to chair meetings in his/her absence.
5. He/she shall be responsible for overseeing the charitable gambling operations.

B. Secretary

1. Record minutes at meetings of the Board of Directors and shall disseminate copies to Board members prior to the meeting.
2. Gives notice of all meetings to officers serving on the Board.
3. Prepares and receives correspondence and other written tasks on behalf of the President.

C. Treasurer

1. Records all financial transactions including receipts and disbursements.
2. Two of the four officers of the association may co-sign checks, one of which must be the Treasurer.
3. Conducts an internal audit and provides a financial statement at the annual meeting.

D. Directors

1. Accepts chairmanship responsibilities for the committee at the April General Meeting after the election.
2. Reports committee activity and recommendations to the Board of Directors.
3. Writes a narrative or job description at the end of his term that will allow his successor to understand the responsibilities of the committee chairman.

Section 2. The Board of Directors shall be elected by the general membership and hold their respective offices until the next succeeding May meeting of the directors of this corporation and thereafter until their successors are elected and qualify, unless sooner replaced. The Board of Directors may remove any Director/Officer at any time with or without cause, by two-thirds (2/3) vote of the current Board.

Section 3. If the President resigns mid-term, the Board of Directors shall elect a new President by majority vote. The Board of Directors may fill all vacancies in any office of this corporation; the person so elected shall fill such vacancy for the unexpired term in respect to which such vacancy occurs.

Section 4. The President shall be the chief executive officer of this corporation and he/she shall preside at all meetings of the members and shall preside at all meetings of the Board of Directors. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall have the general powers and duties usually vested in office of the President of a corporation and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 5. In the case of the death, disqualification, absence, or incapacity of the President, the Secretary shall have all the powers and perform all the duties of the President, at other times shall have such of the powers and perform such duties of the President as the Board of Directors may from time to time determine.

Section 6. The Secretary shall attend all meetings of the Board of Directors and the members and record all votes and the minutes of all proceedings of the Board of Directors and the members in records to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Board of Directors and the members and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President, under whose supervision he/she shall be.

Section 7. The Treasurer shall be the chief financial officer of this corporation, shall be bonded, shall have the care and custody of the corporate funds and securities, and shall disburse the funds of the corporation as may be ordered from time to time by the Board of Directors. He/she shall keep full and accurate accounts of receipts and disbursements in books belonging to this corporation and shall deposit all in the name and to the credit of this corporation in such depositories as may be designated from time to

time by the Board of Directors. Except to the extent that some other person or persons may be specifically authorized by the Board of Directors to so do, the Treasurer shall make, execute, and endorse all checks and other commercial paper on behalf of this corporation. He/she shall report the financial condition of this corporation at the annual meeting of the members in each year and at all other times when requested by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VII. – NOTICE

Section 1. Whenever under the provisions of these by-laws notice is required to be given to any director, officer or member, unless otherwise provided by law, the Articles of Incorporation of this corporation, or these by-laws, such notice may be given in person or in writing by mail addressed to such director, officer or member at the last known address of such director, officer, or member.

ARTICLE VIII. – INDEMNIFICATION

Section 1. To the full extent permitted by Minnesota Statutes, Section 317A.257, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of this corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director or officer of this corporation, shall be indemnified by this corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. The indemnification provided by this section shall insure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. This section shall not apply to such persons who have committed intentional harmful acts against this association.

ARTICLE IX. – STANDING AND SPECIAL COMMITTEES

Section 1. The Board of Directors may create such standing or special committees as it deems necessary to promote the purposes and to carry on the work of this corporation.

Section 2. The chairperson of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 3. The power to form special committees and appoint their members rests with the Board of Directors.

Section 4. The President shall be a member ex-officio of all committees.

ARTICLE X. – FISCAL YEAR

Section 1. The fiscal year shall commence on the first day of July of each year and end on the 30th day of June of the following year.

ARTICLE XI. – MISCELLANEOUS

Section 1. This corporation shall have no corporate seal.

Section 2. All proper and necessary books of account and other books requisite to a full and complete record of the business transactions of this corporation shall be kept in such manner as is usual in like corporation or as shall be directed by the Board of Directors.

Section 3. All checks, promissory notes and other commercial paper and all other contracts necessary or proper to be executed in the current business of this corporation may be signed by such officer or officers or each person or persons as the Board of Directors shall by resolution from time to time authorize for that purpose.

Section 4. These By-laws may be altered or amended only as provided by Minnesota Statutes Section 317A.181, Subd. 2.

Section 5. A complete account record of the receipts, disbursements and all financial transactions of this corporation shall be audited at least annually in such manner as shall be determined by the Board.

Section 6. This Corporation shall be governed by the provisions of Minnesota Statutes Chapter 317A.

These By-Laws are hereby amended and adopted effective May 14, 2008 by a two-thirds vote of the Board of Directors.

Dated: May 14, 2008

President: Bill Monahan

Secretary: Deb Hazlett

BYLAW AMENDMENT TRACKING

As amended on May 14, 2008, by a two-thirds vote of the Board of Director, witnessed by the Secretary,
Deb Hazlett on May 14, 2008.

ARTICLE X. – FISCAL YEAR

Section 1. The fiscal year shall commence on the first day of July of each year and end on the 30th day of
June of the following year.

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